MARVEL

37

the AMAZING SPIDER-MAN®

COLLECTOR'S ITEM CLASSIC

FOR THE FIRST TIME EVER!

SPIDEY MEETS CAPTAIN AMERICA!

PLUS THE RETURN OF UNTOLD TALES OF SPIDER-MAN

BY BUSIEK & OLLIFFE

WHILE ATTENDING A DEMONSTRATION IN RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY A SPIDER WHICH HAD ACCIDENTALLY BEEN EXPOSED TO RADIOACTIVE RAYS. **PETER** SOON FOUND THAT HE HAD GAINED **SPIDER POWERS** AND HAD, IN EFFECT, BECOME A **HUMAN ARCACHNID**. FROM THAT DAY ON, HE WAS

the AMAZING SPIDER-MAN

IN THE DARK DAYS OF THE EARLY 1940S, **STEVE ROGERS** VOLUNTEERED FOR THE UNITED STATES' COVERT SUPER-SOLDIER PROGRAM, A **MILITARY EXPERIMENT** THAT TRANSFORMED THE SKINNY, WEAK **ROGERS** INTO THE PERFECT MAN AND PERFECT PATRIOT,

CAPTAIN AMERICA

PRODUCTION BY:
IRENE Y. LEE

COVER ART BY:
MARCOS MARTIN

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THE SPIDER and THE SHIELD!

REVEALED AT LAST-- SPIDER-MAN'S FIRST MEETING WITH Captain America

STOP! THIS AIN'T CAPTAIN AMERICA! ARE YOU BLIND? THIS IS THE SINISTER SANDMAN!

ANOTHER MARVEL COLLECTOR'S ITEM CLASSIC AS TOLD BY:

KARL KESEL writer
PAULO SIQUEIRA artist
FABIO D'AURIA colorist
VC's JOE CARAMAGNA letterer
THOMAS BRENNAN asst. editor
STEPHEN WACKER class ick
TOM BREVOORT exec. editor
JOE QUESADA editor-in-chief
DAN BUCKLEY publisher
ALAN FINE exec. producer

IT ALL STARTS IN THAT MYSTERIOUS TIME KNOWN AS A FEW YEARS AGO!

SO I'M ON MY WAY TO THE *DAILY BUGLE* TO CAJOLE THE JOVIAL *J. JONAH JAMESON* INTO GIVING ME A PHOTO ASSIGNMENT...

...MEANING ME AS *PETER PARKER*...

...AND I SWING BY THE NEAREST ATM TO TAKE OUT A FEW DOLLARS FROM MY INCREDIBLE SHRINKING BANK ACCOUNT...

...ONLY TO FIND THE EVER-SHIFTY *SANDMAN* HAS BEATEN ME TO THE *PUNCH.*

SO TO SPEAK.

KWOK!

HELP--POLICE! THE MANHATTAN MUTUAL AT 40TH AND SECOND IS BEING *ROBBED* BY *SANDMAN* AND *SPIDER-MAN!*

COME ON-- OOF!

PLEASE! DOES IT *LOOK* LIKE WE'RE WORKING TOGETHER?

YOU MEAN YOU'RE BOTH ROBBING THE *SAME BANK* AT THE *SAME TIME?*

IT'S A *SUPER-VILLAIN WAR!*

GOTTA LOVE THE MAN ON THE STREET...

...I KEEP TELLING MYSELF OVER AND OVER AND *OVER*...

LOOKS LIKE YOU PICKED A BAD DAY TO ROB A *BANK*, MARKO.

WELL, YOU PICKED A BAD DAY TO *BREATHE!*

OHHH... "GOOD" ONE.

"*FLINT*" MARKO ISN'T EXACTLY A *DEEP THINKER*, BUT AS HIS SANDY TENDRILS BECOME *GRANITE-HARD* AROUND MY FACE...

...I GOT TO ADMIT--WHEN HE'S *RIGHT*, HE'S *RIGHT!*

DOESN'T HELP THAT HE'S FINALLY SOLID ENOUGH TO *HIT*.

NO *LEVERAGE*...

...NO *AIR*...

WHANNG!

...NO WAY.

IT'S ALL RIGHT, PEOPLE. EVERYTHING'S UNDER CONTROL.

NO WAY NO WAY! IT...IT'S...

CAPTAIN AMERICA!

WHAT HE SAID! THE LIVING LEGEND OF WORLD WAR TWO! THE STAR-SPANGLED SYMBOL OF LIBERTY AND FREEDOM AND BASEBALL AND APPLE PIE!

UNCLE BEN TALKED ABOUT HIM ALL THE TIME...

HAVE THE AUTHORITIES BEEN CONTACTED?

THE COPS ARE ON THEIR WAY, CAP!

GOOD JOB.

IT WAS ON TV HOW THE AVENGERS RECENTLY FOUND HIM--HOW HE'S BEEN IN SUSPENDED ANIMATION SINCE WORLD WAR 2--BUT TO SEE HIM IN PERSON--!

HE WALKS IN, HE OWNS THE ROOM.

NOW IF YOU COULD ALL PLEASE CLEAR THE AREA SO I CAN SECURE THE PERIMETER...

WHAT ABOUT THE WEB-SLINGER, CAP?

OH, HE WON'T BE A PROBLEM.

COMPLETELY CONFIDENT AND IN COMMAND.

IT COMES SO EASILY, SO *NATURALLY* TO HIM...

SO, WHAT *HAPPENED* HERE, SPIDER-MAN?

...UNLIKE *CERTAIN* SUPER-TYPES.

WELL, THERE WAS, Y'KNOW... MY *SPIDER-SENSE* AND...AND THE *BANK*...AND... *YELLING*...

AND THEN SANDMAN HIT ME.

WHY, OH *WHY* COULDN'T MARKO HAVE *KILLED* ME WHEN HE HAD THE CHANCE?

I SEE.

WELL, I'M SURE YOU COULD HAVE HANDLED THE SITUATION ON YOUR *OWN*, BUT I'M GLAD OUR PATHS *CROSSED*.

YOU *ARE*?

I'VE BEEN *LOOKING* FOR YOU.

YOU *HAVE*?

A QUICK SEARCH ON THE COMPUTER-- *FASCINATING* DEVICE, THE *WORLD* AT YOUR FINGERTIPS-- REVEALED YOU'RE OFTEN SEEN NEAR THE *DAILY BUGLE* BUILDING.

IT DID, HUH?

I MEAN-- *FREAKISH COINCIDENCE!* THERE'S JUST A...REALLY GOOD *BAGEL* PLACE NEAR HERE.

DAILY BUGLE

WELL, I WANTED TO *THANK YOU* FOR HELPING THE *AVENGERS*--AND SAVING *MY LIFE*--A FEW DAYS AGO.

DOWN IN *MEXICO*, I SAW YOU TAKE OUT THAT SPIDER-MAN *ROBOT*.

AS SHOWN IN THE NOW-CLASSIC AVENGERS VOL. 1, #11 --"WAY-BACK" WACKER.

OH, YEAH! SORRY I DIDN'T STICK AROUND *AFTER* BUT I HAD THIS CRAZY IDEA YOU GUYS'D THINK *I* WAS THE *ROBOT* AND, UM...

I MEAN, I'M SURE YOU *SAW* ME, BUT THERE'S STILL THE WHOLE *HEAT OF BATTLE* THING, AND THE AVENGERS WANTING TO, Y'KNOW, *AVENGE* SOMETHING...

SO THIS EENSY-WEENSY SPIDER *VAMOOSED*.

ROGER THAT.

HOW'D YOU GET DOWN AND BACK SO *QUICKLY*, BY THE WAY?

WOULD YOU BELIEVE I BORROWED A *SKY-CYCLE* FROM THE *FANTASTIC FOUR?*

WAIT--DID YOU RICOCHET OFF THE *EMPIRE STATE BUILDING* AND ALMOST HIT *MACY'S?*

TOOK A WHILE TO GET THE *HANG* OF IT, YEAH.

WELL, I'M GLAD YOU *DID.*

THANKS *AGAIN*, SPIDER-MAN. IF THERE'S ANYTHING I CAN EVER DO FOR *YOU...*

BELIEVE ME--YOU ALREADY *DID*, CAP.

HE'S SHAKING *MY* HAND! IT'S MY HAND--AND HE'S *SHAKING* IT!

IT JUST DOESN'T GET ANY *BETTER* THAN THIS!

AND TO *PROVE* MY POINT...

WOOP-WUP! WOOP-WUP!

THE *POLICE*. I BELIEVE YOU HAVE SOME... *MISUNDERSTANDINGS* WITH THEM?

NOT REALLY. THEY *SEE* ME, THEY *SHOOT* AT ME. NO MISUNDERSTANDING *THAT.*

WELL, IT'S SOMETHING TO *AVOID*. I'LL DEAL WITH THE *AUTHORITIES*, MAKE SURE SANDMAN GETS INTO *CUSTODY*. YOU DISAPPEAR WHEN I'M *NOT LOOKING.*

WHICH WOULD BE *NOW.*

THIS IS WHY *HE* IS A LEADER OF MEN, AND I AM *NOT.*

I MAKE MYSELF SCARCE BEFORE YOU CAN SAY "THE COPS SHOW UP AND SLAP A POWER-NEUTRALIZING **INHIBITOR-COLLAR** ON MARKO."

MARKO CLIMBS INTO THE WAGON LIKE HE'S BEING FORCED TO EAT ***VEGETARIAN*** WHEN HE'S SALIVATING FOR ***STEAK.***

NEW YORK'S FINEST DON'T FLINCH. THEY'RE ***TOTAL PROS*** AS THEY LOCK HIM AWAY, WISHING SANDMAN ***PLEASANT DREAMS...***

...BEFORE GOING ALL ***FAN-BOY*** ON CAP--TAKING ***PICTURES,*** GETTING ***AUTOGRAPHS.***

WITH ME IT WOULD HAVE BEEN ***MUG-SHOTS*** AND ***CONFESSION STATEMENTS.***

MAYBE I JUST NEED TO CHANGE MY NAME AND COSTUME. THE ***STAR-SPANGLED SPIDER...SPIDER-PATRIOT...***CAPTAIN AMERICA AND ***SPIDEY...***

MAYBE I NEED TO WORRY ABOUT THAT ***LATER...***

FHZZZT AAAAK!

PHASE-IN-- *COMPLETE!*

EXCELLENT, TESLA. TARGET IS IN THE ***VEHICLE.***

CURIE, KAFKA-- ***EXPEDITE.***

WITH ***PLEASURE,*** DARWIN.

NOT SO FAST, PEOPLE. WHAT DO YOU THINK YOU'RE ***DOING?***

AH--CAPTAIN AMERICA. HOW ***FORTUITOUS*** TO MAKE YOUR ACQUAINTANCE UNDER THESE CIRCUMSTANCES.

WE REPRESENT A SECRET ***ENCLAVE*** OF THE WORLD'S CUTTING-EDGE THINKERS AND THEORISTS-- A GROUP OF ***ROGUE SCHOLARS,*** IF YOU WILL.

OUR BEST AND BRIGHTEST HAVE DETERMINED WITH MATHEMATICAL ***CERTAINTY*** THAT ***CHRONAL STRANDS*** ARE CONVERGING IN THE NEXT FEW HOURS SO THAT...

...FLINT MARKO AND HIS UNIQUE SILICIC ABILITIES WILL BE EVENTUALLY BUT DIRECTLY RESPONSIBLE FOR THE ***EXTERMINATION*** OF AT LEAST 27% OF THE WORLD'S POPULATION.

GOOD NEWS: IT'S COMPLETELY ***AVOIDABLE.***

HRM. EASY. KILL MARKO.

WON'T HAPPEN.

BUT, CAPTAIN, THE LAST TIME THIS SORT OF CHRONAL ALIGNMENT OCCURRED, IT LED TO THE RISE OF *HITLER.*

AND NONE BETTER THAN *YOU* SHOULD UNDERSTAND THE MORAL IMPERATIVE TO ASSASSINATE A HITLER-- *BEFORE* HE COMMITS HIS ATROCITIES.

I *WISH* IT WAS THAT EASY--BUT YOU CAN'T CONDEMN A MAN FOR WHAT *MIGHT* HAPPEN.

SOME OF THE GREATEST *MINDS* I EVER KNEW SAID WE'D BE LIVING ON THE *MOON* BY THE 21ST CENTURY. THE FUTURE ISN'T WRITTEN IN *STONE.*

NO--IN THIS CASE IT'S WRITTEN IN RADIOACTIVE *SAND.* AND WE *IGNORE* THAT FACT AT OUR *PERIL!*

SANDMAN IS NO *HITLER*-- HE'S A *THUG.*

SEMANTICS.

I TRULY HOPED YOU WOULD SEE THINGS *OUR* WAY, CAPTAIN...

...BUT FULLY EXPECTED YOU *WOULDN'T!*

MMMRRAHHR!

NO LEFT TUR

POLICE

QUICKLY, KAFKA!

YEAH, YEAH, CURIE-- I KNOW...

POLICE

...DON'T BUG ME!

SPLHNNCH

REENCH!

THWIPP!

GHAA--!

OFF! GET IT OFF!

'SCUSE ME! PARDON ME! COMIN' THROUGH!

Shop

THANKS FOR TEARING THIS TANK *OPEN*, BY THE WAY. MAKES *MY* JOB A LOT *EASIER*.

AND NOW THE *HARD* PART...

COME WITH *ME* IF YOU WANT TO *LIVE!*

THAT'S THE *WORST* SCHWARZENEGGER IMPRESSION EVER!

WASN'T DOING AH-NULD-- WAS TRYING NOT TO *GAG!*

AND F.Y.I.-- WHEN SOMEONE'S SAVING YOU? *NOT* THE BEST TIME TO *INSULT* THEM.

THAT WASN'T *NICE!* WASN'T NICE *AT ALL!*

WE'RE NOT THE VILLAINS!

WE'RE NOT THE ONES DESTINED TO KILL *ONE-THIRD* OF HUMANITY!

YEAH, RUMOR IS THAT'S *MARKO* HERE.

ANOTHER RUMOR IS THAT A RADIOACTIVE SPIDER CAN GIVE YOU POWERS... WELL, THAT ONE'S *TRUE*, BUT--

SKRAKK!

TESLA--DO SOMETHING! WE'RE NOT IN THE *LAB!*

HRM? OH. YES. OF *COURSE.*

...TO BE CONTINUED!

SPIDER-MAN--TAKE THE *HIGH* ROAD! TOO MANY *CIVILIANS* DOWN HERE!

STOP

WAY *AHEAD* OF YOU.

RIGHT *BEHIND* YOU.

WAP!

WAK!

WOK!

WUNK!

-HNG!-

CURIE-- ARE YOU--?

FINE. I'M... I'M *FINE*, DARWIN. BUT *MARKO--!*

DON'T WORRY...

...JUST GIVE ME...

...A MOMENT TO...

...THINK.

AH! YES. HOW *PERFECT.*

MADAM? I BELIEVE ONLY *YOUR* INIMITABLE ABILITIES CAN HELP US AT PRESENT.

CAREFUL, DARWIN, OR YOU'LL TURN MY *HEAD*...

...AND I'M TRYING TO HIT A VERY SMALL *TARGET!*

FFZZHH!

INCOMING!

THAT'S WHAT YOU *SAY*, RIGHT?

HA! SHE SHOOTS LIKE A *GIRL!*

IF YOU MEAN SHE HITS EXACTLY WHAT SHE AIMS FOR...

...YOU'RE *RIGHT!*

FRAK A RAT! WHERE'D *THIS* FREAKSHOW COME FROM?

CURIE'S BLAST HIT THE ROOFTOP *GARDEN.*

CURIE...RADIATION... *MUTATION*--SHOULD HAVE *KNOWN!*

CAP'S RIGHT--THIS IS *NO MISTAKE!*

HEY-- I THINK IT *LIKES* YOU, MARKO!

PROBABLY PREFERS *SANDY* SOIL.

GET THE DAMN *CUFFS* AND *COLLAR* OFF AND THAT'LL CHANGE *FAST!*

YEAH *-NFF!-* *THAT'S* GONNA HAPPEN BECAUSE I HAVE THE PROPORTIONAL *BRAINS* OF A SPIDER!

DON'T WORRY-- I BELIEVE THE BEST WAY TO *STEM* THIS PROBLEM IS TO GET TO THE *ROOT* OF IT!

SHINK!

WAS THAT A *JOKE?* DID HE JUST MAKE A *JOKE?!*

NO! NO, *HE'S* SUPPOSED TO RUB OFF ON *ME,* NOT THE OTHER WAY AROUND!

WE BETTER END THIS *SOON*-- FOR THE SAKE OF *ALL AMERICA!*

THIS ISN'T GOING TO *WORK.*

YEAH, I WAS JUST THINKING THE SAME THING. *KINDA.*

THEY WON'T STOP UNTIL SANDMAN'S *DEAD,* NO MATTER WHO OR WHAT GETS IN THEIR WAY. WE KEEP RUNNING, THINGS WILL ONLY GET *WORSE.*

THEN LET'S CUT TO THE *CHASE.* LET'S *MAKE* THINGS WORSE.

A LOT WORSE!

AND IN THE TIME IT TAKES TO HUM THE *JEOPARDY* THEME...

THEY'RE *GONE*, DARWIN. I *FAILED*...

AU CONTRAIRE, MADAME-- YOU PERFORMED YOUR PART *FLAWLESSLY*.

WE HAVE *REGROUPED*, WHILE OUR TARGET COULD NOT HAVE GOTTEN *FAR*.

DAMN--FIGURED THAT *OUT*, HUH? *NOW* I'M WORRIED!

ANY MINUTE ONE OF YOU *ROGUE SCHOLARS* COULD TRY TO KILL US WITH A DEADLY DULL *ACADEMIC LECTURE!*

OH, YOU'RE *FUNNY!* FUNNY AS A TACHYON VIOLATING THE *FEINBERG PRINCIPLE!*

SO...IS THAT *FUNNY* OR *NOT* FUNNY?

ACTUALLY, I *KNOW* THE ANSWER. BUT TELL ME THIS...

WE GOT THE *EGOMANIACAL* SCIENTIST, THE *JUST-THE-FACTS* MA'AM SCIENTIST, THE *LOST-IN-HIS-OWN-WORLD* SCIENTIST, AND YOU'RE THE--?

SHUT UP! *SHUT UP! SHUT UP!*

AH! THE TEMPERAMENTAL, *UNSTABLE* SCIENTIST!

GOT IT. THANKS.

DARWIN-- DO YOU SEE WHAT I SEE?

HIGHLY LIKELY. BUT *SPECIFICALLY...?*

THAT ROOFTOP *AVIARY*, WHICH WILL BE SHATTERED BY AN ARMY OF MUTATED *CARRIER PIGEONS*...

FFZZHHH!

...VERY SOON!

WHAM!

NOT TODAY, MISS.

AND THAT'S WHEN THINGS GO FROM MANAGEABLE CHAOS...

...TO FREAKIN' OUT OF CONTROL!

BECAUSE WHERE WE LEFT SANDMAN FOR SAFE-KEEPING--WASN'T SO SAFE ANY MORE!

ARRGH--!

SO MUCH... POWER! GETTING... STRONGER!

COLLAR... CAN'T HANDLE IT...MUCH LONGER! AND...WHEN I'M FREE...

THINK I'LL KILL A THIRD OF EVERYONE ON EARTH!

JUST AN IDEA, POPPED INTO MY HEAD!

BAD.

MDM

NOT BAD-- *LEMONS.* TIME TO MAKE *LEMONADE.*

THE *INHIBITOR COLLAR* MARKO'S WEARING *ADAPTS* TO FLUCTUATING POWER LEVELS. RIGHT NOW IT'S TRYING TO *KEEP UP* WITH HIS MUTATION.

IT HAS THE *CAPACITY.* WHAT IT NEEDS IS THE *ENERGY* TO GET *AHEAD* OF THAT BAD BOY AND *SHUT HIM DOWN!* AND IT NEEDS THAT ENERGY *NOW!*

UM... *TESLA?*

HRM. YES. FASCINATING. THEORETICALLY *SOUND* IF SOMEWHAT--

DO IT, MISTER!

YES, SIR!

FZZTAKAKAK!

ZZZ

UGHH...

KAFKA--?

DON'T TOUCH ME! DON'T TOUCH ME!

EVERYONE ALL RIGHT?

NO. NOT IF BY "EVERYONE" YOU INCLUDE...

...SANDMAN.

OH, HE MIGHT HAVE A LITTLE "DRUNK WITH POWER" HANGOVER WHEN HE COMES TO--BUT HE'LL BE FINE.

PLUS, THE RESIDUAL EFFECTS OF THE INHIBITOR COLLAR OVERLOAD SHOULD LEAVE HIM WITHOUT HIS "UNIQUE SILICIC ABILITIES" FOR, SAY... 24 HOURS?

FUNDAMENTALLY ALTERING THE CHRONAL CONVERGENCE WE WERE CONCERNED ABOUT.

HRM. THE EQUATION'S CHANGED... PERHAPS EVEN CEASED TO EXIST. MARKO'S NO LONGER A FACTOR.

EXACTLY AS I PLANNED!

YOU... PLANNED? ARE YOU SAYING YOU KNEW ALL ALONG THIS HAD TO HAPPEN?

THEN WHY ALL THE DANGER AND DRAMA? SURELY THERE WAS AN EASIER WAY--!

SEVENTEEN EASIER WAYS, OFF THE TOP OF MY HEAD. BUT THEY WERE SO PEDESTRIAN AND THIS WAS SO MUCH MORE... REWARDING!

CONTROLLING SO MANY *VARIABLES*... ALMOST *INFINITE* POSSIBILITIES...

YOU TREATED US LIKE *LAB RATS--ALL* OF US!

YOU MACHIAVELLIAN, MANIPULATIVE, *MAD SCIENTIST--!*

YOU'RE *ASTONISHING!*

NO ONE ELSE COULD HAVE HELD TOGETHER SUCH AN ELABORATE PLAN--LET ALONE *ACCOMPLISH* IT!

YES. I MUST AGREE.

SO *THAT'S* WHY YOU CHOSE TESLA, KAFKA AND MYSELF TO ACCOMPANY YOU!

EXACTLY. EVERYONE HAD A SPECIFIC, VITAL ROLE TO PLAY. THE CHRONAL CONVERGENCE WAS A VERY REAL THREAT, AFTER ALL. I'LL BE HAPPY TO GO INTO MORE *DETAIL* WITH YOU, SAY...

TLIK

...OVER *DINNER?*

DID HE--?

WAS THAT--?

I'M PRETTY SURE. YES.

WERE WE JUMPING THROUGH HOOPS JUST SO DARWIN COULD *IMPRESS A GIRL?*

The Next Day.

CAPTAIN AMERICA SAVES CITY!

SPIDER-MAN FREES SANDMAN!

4

WOW-- SO *THAT'S* WHAT HAPPENED! I HAD IT *ALL WRONG...*

...AND I WAS *THERE!*

PROVING ONCE AGAIN WHEN IT COMES TO JJJ--WITH GREAT *POWER* COMES GREAT *IRRESPONSIBILITY...*

I'M AFRAID THAT'S THE PRICE WE PAY FOR A *FREE PRESS.*

YOW!

HOW'D YOU *SNEAK UP* ON ME LIKE THAT? SOME KIND OF STAR-SPANGLED *STEALTH* POWER?

WHAT DO WE HAVE TO DO--TIE THE *LIBERTY BELL* AROUND YOUR NECK?

THAT YOUR *SPIDER-SENSE* DIDN'T WARN YOU I WAS APPROACHING MEANS YOU DON'T CONSIDER ME A *THREAT.*

ACCORDING TO THE *WIKI-ENCYCLOPEDIA.*

THAT'S *WIKIPEDIA.*

DON'T TELL ME THEY SAY THIS IS MY FAVORITE *WATER TOWER* TO SIT ON THE SIDE OF?

OF COURSE NOT. THEY SAY THAT'S ON THE *UPPER WEST SIDE*...AND THAT I WAS ACTIVE IN THE 1950'S. CAN'T BELIEVE *EVERYTHING* YOU READ.

NO--I FOUND YOU THROUGH GOOD OLD-FASHIONED *LEGWORK* THIS TIME.

ONCE I SAW THOSE *HEADLINES...*

EH. ISN'T THE *FIRST* TIME, WON'T BE THE LAST...

WELL, MAYBE WE CAN *DO* SOMETHING ABOUT THAT...

I'LL CALL A *NEWS CONFERENCE*, MAKE A *PUBLIC STATEMENT* IN YOUR DEFENSE--WITH *YOU* STANDING NEXT TO ME.

THAT SHOULD CHANGE SOME MINDS.

THAT... THAT'S VERY *GENEROUS*, CAP, BUT...

BUT IT COULD *BACKFIRE.* INSTEAD OF HIM PULLING ME *UP*, I COULD PULL HIM *DOWN.*

THAT'S WHAT SPIDERS *DO*--GET THINGS TANGLED IN THEIR *WEB.*

...BUT I'D HAVE TO STAND NEXT TO YOU A *LONG TIME* TO WIN THE HEARTS AND MINDS OF *ANYONE.*

LET ALONE *NEW YORKERS!*

SO THANKS, BUT...

...JUST *THANKS.* THAT YOU'D *DO* THAT... THAT YOU'D EVEN *OFFER...*

IT DOESN'T REALLY MATTER WHAT ANYONE *ELSE* THINKS OF ME.

I'M NOT GOING TO GET A BETTER *EXIT* LINE.

AND IF I STAY MUCH LONGER...I MIGHT *CHANGE* MY MIND.

STILL CAN'T BELIEVE I ACTUALLY MET *CAPTAIN AMERICA!* AND HE SHOOK MY *HAND!* EVEN *TEAMED UP* WITH ME!

UNCLE BEN WOULD BE *PROUD.*

ON THE OTHER HAND, CAP PALS AROUND WITH MILLIONAIRES, PRESIDENTS... *NORSE GODS...*

...I DOUBT MEETING *ME* WILL LEAVE ANY *LASTING* IMPRESSION.

AMAZING.

AND PEOPLE THINK HE'S NO BETTER THAN A CRIMINAL LIKE *SANDMAN.*

HE CAN'T BE THE *ONLY* ONE LIKE THAT--MISTRUSTED, MISUNDERSTOOD. I CAN'T HELP *HIM,* BUT MAYBE I COULD HELP...

THERE YOU GO *AGAIN,* ROGERS--THINKING YOU CAN SOLVE THE WORLD'S PROBLEMS *YOURSELF!*

EVEN IF I COULD *FIND* HEROES WHO DESERVE A FRESH START, SPIDER-MAN'S *RIGHT*--WE'D HAVE TO WORK SIDE-BY-SIDE FOR WHO KNOWS *HOW* LONG TO CHANGE THE PUBLIC'S PERCEPTION.

I SIMPLY WOULDN'T HAVE *TIME* FOR THAT, WITH MY *AVENGERS* COMMITMENTS.

UNLESS...

UNLESS THEY *WERE* AVENGERS...

The End!

TO SEE THE RESULTS OF CAP'S BRAINSTORM, CHECK OUT EVERY ISSUE OF THE AVENGERS SINCE #16!

DATELINE: 1995!

Toy Story topped the Box Office, Microsoft releases *Windows 95*, Assistant Editor Tom Brennan got his first rejection from a girl, Senior Editor Stephen Wacker was born and Executive Editor Tom Brevoort, in his 80th year in comics, teamed Kurt Busiek and Patrick Olliffe on *Untold Tales of Spider-Man*!

Untold Tales was a unique book, telling stories of Peter Parker's early days in webs. But while most throw-back books either re-told original stories or gave a new spin on old content, *Untold Tales* gave you brand new stories about the webbed wonder's first exploits.

Through 25 issues, Kurt and Pat (with a little help from Roger Stern, Tom DeFalco and Ron Frenz) brought some of the most fun Spider-Man comics of the decade. The Spidey Office is pleased to bring that team back together for one more *Untold Tale of Spider-Man*!

DIDJA MISS US?!

BACK... BY WACK-ULAR DEMAND!

I'LL NEVER KNOW HOW I GET MYSELF INTO THESE THINGS.

NO, THAT'S NOT FAIR. I KNOW EXACTLY HOW I GOT INTO THIS ONE --

Stan Lee DOES *MORE* THAN PRESENT...

"MAKE MINE MARVEL!"

AN UNTOLD TALE OF SPIDER-MAN!

FROM OUT OF THE PAST!

KURT BUSIEK WRITIST

PAT OLLIFFE ARTER

STEVE BUCCELLATO COLORIST

COMICRAFT LETTERER

THOMAS BRENNAN ASSISTANT WACKER

STEPHEN WACKER WACKER

HEY! HEY, COME LOOK!

I WAS IN LOWER MANHATTAN, HOPING TO LINE UP A SUMMER JOB ASSISTING MY OLD EMPLOYER **DR. COBBWELL**, TO ADD TO WHAT I GET TAKING PHOTOS FOR THE BUGLE --

IT'S SPIDER-MAN!

AND HE'S FIGHTING --

-- THE HUMAN TOP!

NICE TRY, WEBS --

-- BUT YOU'VE GOTTA BE FASTER THAN THAT IF YOU WANT TO GET A GRIP ON A SPINNING TOP!

-- BUT WHEN I GOT THERE, THE TOP WAS ROBBING THE PLACE, STEALING AN EXPERIMENTAL CYCLOTRON WORTH MAJOR BUCKS ON THE BLACK MARKET.

I TRIED TO STOP HIM, BUT --

NAH, THAT WON'T DO. I NEED A NEW NAME -- SOMETHING CATCHY.

MR. CYCLONE? THE GREEN TORNADO? VIC VORTEX?

HOW 'BOUT WALLY WINDBAG?

'CAUSE IT TAKES A LITTLE MORE THAN THAT TO GET AWAY FROM ME, TOO!

OH?

WH -- ?

HEY!

YOU MANIAC!

THERE'S PEOPLE IN THERE!

WHAT ABOUT THIS, THEN? IS THIS ENOUGH?

THERE WASN'T ANY TIME TO THINK. I JUST STARTED THWIPPING OUT WEBS, AS FAST AS MY WEB-SHOOTERS COULD MANAGE, AND --

THWIPP WIP WIP WIPPP

THWIPP

UHH!

HA! THERE'S YOUR PROBLEM *RIGHT THERE* -- YOU LET YOURSELF GET *DISTRACTED*, WHILE I TAKE CARE OF BUSINESS!

NOW BEFORE YOU CAN *REACH* ME, I'LL BE TOO FAR AWAY TO --

YEAH?

AND YOUR PROBLEM'S BEING *CALLOUS, MURDEROUS SCUM* -- AND A *KNOTHEAD BESIDES!*

FRANKLY...

...I LIKE MY PROBLEM BETTER!

HUH?

TO BE HONEST, THE SPEED HE WAS MOVING, IT WAS A LUCKY SHOT. BUT I GOT IT, AND --

THAT TEARS IT!

I WAS ONLY PLAYING WITH YOU BEFORE, SPIDER-MAN! BUT NOW YOU'VE EARNED THE WRATH OF -- OF --

MR. SPINNY GUY? DIZZY DAN? THE ROTATOR?

WH -- ?

I MEAN, YOU WANT TO STICK AROUND AND TANGO, THAT'S FINE --

-- MY WEBS'LL DISSOLVE IN AN HOUR, AND I'M SURE THERE WON'T BE ZILLIONS OF COPS AROUND BY THEN!

GNAH! YOU HAVEN'T HEARD THE LAST OF ME, HERO! YOU'LL PAY FOR THAT!

SURE, SURE...

... JUST LET ME KNOW WHO TO MAKE THE CHECK OUT TO, NAMELESS!

I WISH I COULD HAVE GONE AFTER HIM, BUT I HAD TO CHECK ON THE MEN IN THE CAB. BESIDES, THAT WAS THE LAST OF MY WEBBING...!

YOU'RE OKAY, MAC. JUST A LITTLE SHOOK UP.

AB. AB DAB AB...

AND YOU, SIR?

ME? COULDN'T BE BETTER, SPIDEY.

I SHOULD DO THAT EVERY MORNING -- BETTER THAN THREE CUPS OF COFFEE AND A FIRE ALARM FOR GETTING THE BLOOD PUMPING, I'LL TELL YOU!

CALL ME STAN.

AND IN MY LINE OF WORK -- AND CONSIDERING WHO I WAS COMING TO MEET -- I'VE GOT TO LEARN TO TAKE THINGS LIKE THAT IN STRIDE.

WHO YOU WERE COMING TO MEET...?

GLAD I WAS WEARING MY SEAT BELT, THOUGH.

YOU, AH, DON'T SEEM TOO UPSET AT BEING THROWN THROUGH THE AIR, MR....

RIGHT BEHIND YOU, SON.

HUH?

HEY, SPIDER-MAN! THANKS FOR TACKLING THE TOP FOR US! IF YOU WANT TO TAKE OFF BEFORE THE POLICE GET HERE --

-- WE'LL GUARD THE DEVICE FOR YOU!

DON'T MIND HER -- A WASP'S NATURAL ANTIPATHY TOWARD SPIDERS, THAT'S ALL IT IS!

HMPH! WE DIDN'T NEED *HIS* HELP! WE'D HAVE CAUGHT THE TOP JUST *FINE* ON OUR OWN!

DOUBLE-HMPH!

GIANT-MAN. AND THE *WASP.*

AND RIGHT *BEHIND* THEM, WHAT DO YOU WANT TO BET...

H'RAY, GIANT-MAN! H'RAY!

WE LOVE GIANT-MAN!

YEAH!

...THE GIANT-MAN *FAN CLUB.*

I KNEW IT. I JUST *KNEW* IT...

HM? YOU DON'T *LIKE* GIANT-MAN?

GIANT MAN FAN

NO, NO, OF COURSE I DO. HE'S A *GREAT GUY.*

IT'S JUST -- I NEVER SEEM TO GET ANY *BREAKS,* AND HERE *HE* IS, WORLD-FAMOUS, AN *AVENGER,* GOT HIS OWN *FAN CLUB* --

-- EVEN HIS OWN *COMIC BOOK DEAL,* FOR PETE'S SAKE!

WELL, NOW. I CAN'T GET YOU INTO THE *AVENGERS* --

-- BUT SEEING AS YOU JUST *SAVED MY LIFE* AND ALL -- I MAY JUST BE ABLE TO HELP YOU OUT WITH THAT *LAST ONE* -- !

AND SURE ENOUGH, HE **COULD.** I'D MANAGED TO SNAP SOME PICS, SO I **DEVELOPED** THEM, DROPPED THEM OFF AT THE BUGLE --

PETER! PETER!

-- AND BY THE TIME I GOT HOME TO **FOREST HILLS** AGAIN --

...AND IN LOCAL NEWS, **STAN LEE,** THE EDITOR AND HEAD WRITER AT **MARVEL COMICS,** ANNOUNCED AT A **PRESS CONFERENCE** TODAY...

I DON'T BELIEVE IT. I DON'T **BELIEVE** IT!

"...A SPANKING-NEW **COMIC SERIES,** STARRING NEW YORK'S OWN **WEB-SLINGING WONDER** -- THE **ALWAYS-AMAZING SPIDER-MAN!**

"AND JUST LIKE OUR FABULOUS **F.F.** AND ASTONISHING **AVENGERS** MAGS --

"-- IT'S **FULLY-AUTHORIZED,** AND WILL BE PRODUCED WITH THE COOPERATION **AND** INPUT OF THE WONDROUS WALL-CRAWLER **HIMSELF!**

"SEE THE ADVENTURES -- AS ONLY **SPIDEY** CAN TELL THEM! IT'LL BE THE BIGGEST --"

WHAT **IS** IT, AUNT MAY? A NEW **BINGO** TAX? THEY'RE OUTLAWING THOSE **SKATEBOARD STUNTS** YOU LOVE TO DO?

OHHH! THAT **AWFUL** SPIDER-MAN! **HOW** CAN THAT MAN **LIONIZE** HIM LIKE THAT -- TREAT HIM LIKE HE'S A **HERO?!**

IF I COULD HAVE **PREPARED** HER, I WOULD HAVE -- BUT HOW WOULD **PETER PARKER** BE EXPECTED TO KNOW?

BESIDES, I DIDN'T EXPECT STAN TO ANNOUNCE IT ON TV. WHAT A **HAM!**

I NEVER **DID** LIKE THOSE FUNNY-BOOKS, ANYWAY! I USED TO READ THEY CAUSE **JUVENILE DELINQUENCY,** AND LET ME TELL **YOU,** YOUNG MAN --

I DIDN'T HEAR ABOUT **ANYTHING ELSE,** ALL NIGHT.

AND THE **NEXT DAY...**

MIDTOWN HIGH SCHOOL

TELL YOU **WHAT,** GANG...

...WHEN THE *FIRST ISSUE'S* OUT? *I'M* GONNA TRACK DOWN *SPIDEY HIMSELF* -- GET HIM TO *SIGN* IT FOR ME!

REALLY?

COOL!

WHEN'LL IT BE OUT?

SPIDER-MAN WAS *HERE*, AT OUR SCHOOL! WILL *THAT* BE IN IT?

WILL *WE* BE IN IT?

*FLASH THOMPSON HAD **ALWAYS** BEEN A SPIDEY-BOOSTER, SO THAT DIDN'T SURPRISE ME. BUT THE **OTHER** KIDS, THEY WERE EXCITED, TOO.*

*AND I STARTED TO THINK -- THIS COULD BE REALLY **BIG** FOR ME. COULD MAYBE TURN EVERYTHING **AROUND**...!*

AND WORK...

DAILY BUGLE

...OUGHT TO BE A LAW!

...WELL, THAT WASN'T A SURPRISE.

AND MAYBE THERE WILL BE! MAYBE THERE JUST WILL!

THIS IS UNCONSCIONABLE -- UNCONSCIONABLE! MARVEL COMICS SHAPES IMPRESSIONABLE MINDS, AND TO DO SOMETHING LIKE THIS...

THEY'LL BE HEARING A THING OR TWO ABOUT IT, BELIEVE YOU ME! THEY WON'T KNOW WHAT HIT THEM!

FOSWELL, URICH, IN MY OFFICE! WHERE'S SHELDON?

LET ME *GUESS*. HE'S BEEN LIKE THIS THE WHOLE *DAY*.

YOU *KNOW* IT. SPIDER-MAN, SPIDER-MAN, SPIDER-MAN. *NON*-STOP.

TWO EDITORIALS SO FAR, AND HE'S TORN BOTH UP, WANTS TO MAKE THEM *"HIT HARDER."*

HE'S TALKING ABOUT DOING A WHOLE *EXTRA EDITION* ABOUT IT.

DAILY BUGLE

TWISTS FALL OFF Spider-Man Mutant Top Flash Over Stolen Goods

NOT TO WORRY, BETTY. HE'LL GET *OVER* IT.

ONE BIG *NATURAL DISASTER*, OR A JUICY *POLITICAL* SCANDAL, SOMETHING THAT MAKES THOUSANDS OF PEOPLE *MISERABLE* --

-- AND HE'LL BE GRINNING LIKE A *GREAT WHITE* AGAIN IN NO TIME. I MEAN, IT'S COMIC BOOKS, RIGHT?

IT'S ONLY *COMIC BOOKS.*

IF I'D ONLY KNOWN.

BUT I DIDN'T.

SO A COUPLE OF DAYS LATER, I WAS HEADED FOR MIDTOWN, HAPPY AS A PROPORTIONAL-STRENGTH-OF-A-SPIDER CLAM...

NOK NOK

SPIDEY!

GLAD YOU COULD *MAKE* IT, TIGER! MOST PEOPLE USE THE *DOOR*, THOUGH...

"TIGER"...?

AND *LO*, EFFENDI, HERE WE *ARE!*

THIS IS IT -- THE *NERVE CENTER* OF THE MIGHTY MARVEL OPERATION, FROM *AWESOME ART* TO *LILTIN' LETTERING!* HERE'S WHERE IT ALL *HAPPENS!*

HEADS *UP*, PEONS -- THERE'S A CELEBRITY IN OUR RANKS! LET ME PRESENT TO YOU OUR NEWEST *SENSATIONAL SUPERSTAR*, THE ONE-AND-ONLY --

UM, STAN?

I THINK YOU SHOULD *SEE* THIS...

UH.

THANKS, FLO.

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

CORRUPTION OF THE INNOCENT

What Are Comic Books Teaching Your Children?

WHAT? IS THIS A *PROBLEM?*

NO, NO -- ONCE, IT WOULD HAVE BEEN, BUT *TODAY?* IF THAT *BRISTLE-TOPPED* BOZO WANTS A FIGHT, HE'LL *GET* ONE!

HMM. *"BRISTLE-TOPPED BOZO."* THAT'S WORTH *USING* SOMEWHERE...

DON'T *WORRY* ABOUT IT. JUST STEP INTO MY -- OH, YOU'RE ALREADY IN.

HAVE A *CHAIR,* IF YOU LIKE.

I'M FINE *HERE.* HOW DO WE START?

JUST A FEW *QUESTIONS.*

SHOOT.

OKAY, FIRST OFF, I GOTTA GET TO *KNOW* YOU. JUST WHO *ARE* YOU, UNDER THAT MASK?

WHAT?! I CAN'T TELL YOU THAT!

IF YOU KNEW MY REAL NAME, IT'D --

EASY, *EASY!* WE'D NEVER *PUBLISH* YOUR SECRET IDENTITY. BUT, THEN -- WHAT SORT OF THING DO YOU *DO* WHEN YOU'RE NOT WEB-SLINGING?

SCIENTIST? ATHLETE? GOVERNMENT AGENT?

UM.

CAN I... *PASS* ON THAT FOR NOW?

SURE. AN *EASIER* ONE, THEN.

THOSE WEB-SHOOTERS. ARE THEY *PART* OF YOU? ARE THEY *GADGETS?* HOW DO THEY WORK?

UM...

=SIGH=

THE *ADVENTURES*, THAT'S THE IMPORTANT THING. THE *AUTHENTICITY*, THE ACCURACY. TELL ME ABOUT, SAY, THE *LIZARD*, THE *VULTURE*...

HOW'D YOU *BEAT* THEM?

I, AH, CAN'T REALLY --

LOOK, ARE YOU *SURE* YOU'RE *SPIDER-MAN?*

I'M *SORRY*, I JUST...

WHAT I *DO*, HOW MY POWERS WORK, HOW I *OVERCAME* SOME OF THESE GUYS -- IF THOSE WERE PUBLIC, IT COULD MEAN *TROUBLE*.

COULD I... *THINK* ABOUT SOME OF THIS?

OF COURSE, OF *COURSE!*

THIS IS ALL *NEW* TO YOU, IT'S ONLY *NATURAL!*

YOU JUST TAKE SOME *TIME*, GET COMFORTABLE WITH WHAT YOU'RE WILLING TO SHARE. I'LL HAVE THE *LICENSING DEAL* DRAWN UP IN A DAY OR TWO.

THANKS.

SO HOW DO WE *CONTACT* YOU?

UM...

IT'S OKAY. NO PRESSURE.

YOU JUST DROP BY *HERE* IN A FEW DAYS, OKAY? WE'RE NOTHING IF NOT *ACCOMMODATING*, HERE AT MIGHTY MARVEL!

I WAS THINKING ABOUT HOW EVEN DETAILS ON HOW I BEAT SOMEONE MIGHT EXPOSE MY SCIENCE SKILLS, LET PEOPLE TRACK ME DOWN.

OR LET THE LIZARD DEFEAT MY ANTIDOTE, OR MAKE TROUBLE FOR HIS FAMILY.

SO WHEN MY SPIDER-SENSE WENT OFF --

SMASH!

UHH!

HA!

I *KNEW* WHEN I SAW THOSE TV REPORTS, I COULD JUST *STAKE* THIS PLACE OUT --

NO -- NOT HERE --

AHP -- !

-- AND YOU'D BE A *SITTING DUCK FOR THE REVENGE OF THE DEADLY DERVISH!*

OR, UH, *PINWHEEL?*

NO! DON'T!

BE CAREFUL!

I NEED THOSE SCRIPTS! AND THAT ART -- IT HASN'T GONE TO THE ENGRAVER YET!

WATCH OUT FOR --

STAN! ARE YOU CRAZY? GET BACK HERE!

BUT I --

AND FOR HEAVEN'S SAKES, GET DOWN!

HOW ABOUT MR. SCARY-GO-ROUND?

OR MAJOR MAYPOLE? OR -- HNNH!

HAH!

STILL NOT FAST ENOUGH! NO ONE IS!

NOT TO TAG ME!

WHOK

I REALIZED -- HE WAS **FAST**, BUT COCKY. HE DIDN'T REALLY **KNOW** WHAT MY SPIDER-SPEED WAS CAPABLE OF.

IF I **CONCENTRATED** -- PUT ALL MY EFFORT INTO **ONE MOVE** --

DID IT! GOT YOU!

GOT ME?

THWIPP

LOOKS TO ME LIKE *I'VE* GOT *YOU!*

I'LL PULL YOU IN *CLOSE ENOUGH* TO FINISH YOU OFF --

-- AND *SCATTER YOUR REMAINS ALL OVER MANHATTAN!*

THANKS... FOR THE OFFER OF A WHIRLWIND TOUR...

... BUT... PULLING ME IN CLOSE ENOUGH...

STRANGE TALES

AVENGERS

WASP!

...WAS *EXACTLY WHAT I WAS HOPING FOR!*

KYOK

UHHHHH...

WHIRLWIND... GOOD NAME... BUT N-NEXT TIME...

... HELMET...

WHMPP

AND *LIKE THAT...*

I, AH...

...I DON'T KNOW WHAT TO SAY...

WELL, *THAT'S* A FIRST.

...IT WAS OVER.

AND NOT JUST THE **FIGHT.**

I'D **LED** HIM THERE. PUT **EVERYONE** IN DANGER. SET **JONAH** ON THEM, RISKED THEIR BUSINESS, EVEN IF I HADN'T **INTENDED** TO...

AND FOR **WHAT?** FOR NOT ANSWERING QUESTIONS? FOR BEING SO SECRETIVE THEY'D BE GETTING PRACTICALLY **NOTHING** FROM ME?

IT WASN'T FAIR.

STAN, FLO, EVERYONE...

I'M REALLY ***SORRY*** ABOUT ALL THIS. THE MESS, THE DAMAGE, THE NEWSPAPER... ***EVERYTHING.*** WE'D BETTER ***CALL IT OFF.***

NO DEAL IS WORTH ***THIS.***

HUH?

...AND WE COULD SET UP *DROP-BOXES*...

HE DIDN'T **QUIT.**

HE HAD ALL THESE IDEAS ON HOW TO **MINIMIZE** *THE DANGER. I WAS IMPRESSED WITH HIS WILLINGNESS TO* **FIGHT**, *BUT --*

SORRY, STAN...

...BUT IF ANYONE GOT *HURT* -- I JUST CAN'T TAKE THAT *CHANCE.*

THANKS FOR THE *OFFER*, THOUGH!

SO... WHAT *NOW?*

CLEAN UP THE *PLACE*, GET BACK TO WORK...

I MEAN THE *SPIDER-MAN* BOOK.

YOU *ANNOUNCED* IT, IT'S ALREADY UNDER WAY...

WE CAN *STILL* DO THE COMIC -- HE *IS* A PUBLIC FIGURE. WE'LL HAVE TO BASE IT ON *NEWS REPORTS* AND SO FORTH. NOT WHAT WE'D *HOPED* FOR...

...BUT YOU DO WHAT YOU CAN WITH WHAT YOU **GOT**, RIGHT?

AND THAT'S HOW IT ALL **HAPPENED.**

HOW I GAVE THE HUMAN TOP HIS NEW **NAME**, *HOW I GAVE JONAH A NEW* **CRUSADE**, *GAVE MARVEL COMICS A NEW* **COMIC** -- *BASED ON* **BUGLE ARTICLES** *ABOUT ME, NO LESS --*

AND WHAT DID I GET OUT OF IT? **NOTHING**, *JUST LIKE USUAL.*

BUT I CAN HANG ON TO **ONE** *SMALL THING, AT LEAST...*

I NEVER **DID** *SIGN FLASH'S COPY OF THE FIRST ISSUE!*

THE UNTOLD END